

Tor 13/2563

11 August 2020

Subject: Report on Shareholders' Resolutions 2020

To: President
The Stock Exchange of Thailand

Loxley Public Company Limited ("the Company") would like to report on the resolutions made at the 2020 Annual General Meeting of Shareholders held on 11 August 2020. There were 125 shareholders and proxies; 45 shareholders and 80 proxies present at the meeting, representing 993,687,241 shares or equivalent to 43.8723% of the paid-up shares. A quorum was thus constituted in accordance with the Company regulations. The details of the resolutions are as follows:

1. To certify the minutes of the 2019 Annual General Meeting of Shareholders held on 26 April 2019, with the following majority voting results:

- Agree	1,015,743,004	votes, equal to	100.0000	percent
- Disagree	-	votes, equal to	-	percent
- Abstained	-	votes, equal to	-	percent
- Voided	-	votes, equal to	-	percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

2. To acknowledge the report of operating results of the Company during 2019.

3. To approve the audited Balance Sheet and Profit and Loss Statement for the year ended 31 December 2019, with the following majority voting results:

- Agree	993,349,294	votes, equal to	97.7271	percent
- Disagree	23,102,811	votes, equal to	2.2729	percent
- Abstained	-	votes, equal to	-	percent
- Voided	-	votes, equal to	-	percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

4. To approve the omission of profit allocation as legal reserves and no dividend payment for the operating results of the year 2019.

- Agree	1,016,452,105	votes, equal to	100.0000	percent
- Disagree	-	votes, equal to	-	percent
- Abstained	-	votes, equal to	-	percent
- Voided	-	votes, equal to	-	percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

5. To re-appoint 4 directors whose tenure has ended, with the following majority voting results

5.1. Professor Rawat Chamchlaerm

- Agree	1,016,447,105	votes, equal to	99.9995	percent
- Disagree	-	votes, equal to	-	percent
- Abstained	5,000	votes, equal to	0.0005	percent
- Voided	-	votes, equal to	-	percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

5.2. Dr. Nattaporn Phan-Udom

- Agree	993,344,294	votes, equal to	97.7266	percent
- Disagree	23,102,811	votes, equal to	2.2729	percent
- Abstained	5,000	votes, equal to	0.0005	percent
- Voided	-	votes, equal to	-	percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

5.3. Mr. Krisada Lamsam

- Agree	1,016,447,105	votes, equal to	99.9995	percent
- Disagree	-	votes, equal to	-	percent
- Abstained	5,000	votes, equal to	0.0005	percent
- Voided	-	votes, equal to	-	percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

5.4. Mr. Chalermchoke Lamsam

- Agree	1,006,470,417	votes, equal to	99.9896	percent
- Disagree	100,000	votes, equal to	0.0099	percent
- Abstained	5,000	votes, equal to	0.0005	percent
- Voided	-	votes, equal to	-	percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

(Mr. Chalermchoke Lamsam abstained.)

6. To approve the compensation for the directors of 2020 in the form of remuneration at the same rate as the year 2019 and abstain the gratuity payment in order to be coherent with the Company's performance in 2019. However, any director who is the Company's staff or in any sub-committee to perform duties as specified by the SET, he/she will get additional remuneration as the case may be with the rate as follows:

The Remuneration	2020 (Current Proposal)	2019
<u>The Remuneration of the Board of Directors</u>		
1. Meeting Allowance		
- Chairman	100,000 Baht/Person/Month	100,000 Baht/Person/Month
- Director	50,000 Baht/Person/Month	50,000 Baht/Person/Month
2. Remuneration		
- Chairman	-	-
- Director	-	-
<u>The Sub-Committees include</u>		
<u>the Audit Committee and the Nominating and Remuneration Committee</u>		
1. Meeting Allowance		
- Chairman	30,000 Baht/Person/Month	30,000 Baht/Person/Month
- Director	20,000 Baht/Person/Month	20,000 Baht/Person/Month

The approval is not less than two-third:

- Agree	1,016,473,105	votes, equal to	100.0000	percent
- Disagree	-	votes, equal to	-	percent
- Abstained	-	votes, equal to	-	percent
- Voided	-	votes, equal to	-	percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

7. To approve the appointment of 4 auditors from KPMG Phoomchai Audit Ltd. as follows:

- Ms. Marisa Tharathornbunpakul CPA Registration No. 5752
Auditing during the past 5 years: 2 (2018-2019), or
- Mr. Sakda Kaothanthong CPA Registration No. 4628
Auditing during the past 5 years: -None-, or
- Mr. Charoen Phosamritlert CPA Registration No. 4068
Auditing during the past 5 years: -None-, or
- Mr. Thanit Osathalert CPA Registration No. 5155
Auditing during the past 5 years: -None-

to be the auditors of the Company for the year 2020 with the remuneration of Baht 2,410,000 which is the same rate as the year 2019, with the following majority voting results:

- Agree	1,016,473,105	votes, equal to	100.0000	percent
- Disagree	-	votes, equal to	-	percent
- Abstained	-	votes, equal to	-	percent
- Voided	-	votes, equal to	-	percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

8. To approve the disposal of assets to a connected person as follows:

The Meeting approved the disposal of the Company's land and building, with total areas of 1 kwan 82.9 square wah and a 5 floor building, usable area approximately 3,932 square meters located at No. 304 Suapah Road, Pom Prap, Pom Prap Sattru Phai, Bangkok at the purchase price of Baht 205,000,000 (Two Hundred Five Million Baht) to Lamsam Estate Co., Ltd., the winning bidder and offered the highest bid price. The payment terms consist of a) On the date of entering into the land purchase and sale agreement, the buyer shall pay the deposit Baht 10,000,000 (Ten Million Baht) as partial payment, and b) On the date of registration for land ownership transfer, the buyer shall pay the remaining value. Such sale price is 12.02%-23.64% higher than the appraisers' value. Therefore, the Company shall gain benefit from this asset disposition transaction.

The approval is not less than three-fourth:

- Agree	263,706,915	votes, equal to	99.9981	percent
- Disagree	5,000	votes, equal to	0.0019	percent
- Abstained	-	votes, equal to	-	percent
- Voided	-	votes, equal to	-	percent

of the total votes of shareholders in attending the meeting and having the rights to vote, excluding the votes of shareholders having an interest in the matter.

9. To approve the amendment of the Company's Articles of Association Clause 21 and Clause 30 regarding teleconference through electronic devices

Existing Content of Clause 21	Proposed Revision of Clause 21
<p>Clause 21. The Chairman of the Board of Directors or a Director assigned by the Chairman shall fix the date, time and place of a meeting of the Board of Directors. A place to be fixed for the meeting may be one outside the district where the Company's head office is situated or in a nearby province, if the Chairman or the Director assigned by the Chairman has not designated the place, where the Company's head office is situated shall be a place of meeting.</p> <p>A meeting of the Board of Directors may be conducted through electronic devices with participants consisting of at least one third of the quorum must be in the same meeting location, and all participants must be in the Kingdom during the meeting. The Chairman of the</p>	<p>Clause 21. The Chairman of the Board of Directors or a Director assigned by the Chairman shall fix the date, time and place of a meeting of the Board of Directors. A place to be fixed for the meeting may be one outside the district where the Company's head office is situated or in a nearby province, if the Chairman or the Director assigned by the Chairman has not designated the place, where the Company's head office is situated shall be a place of meeting.</p> <p><u>Under each Board of Directors' meeting, the Chairman may determine that all directors attend the Directors' meeting through electronic media in accordance with the rules and procedures as prescribed by the related laws.</u></p>

<p>meeting shall order to have an electronic meeting. Such meeting must be held via a controlled electronic system applying IT security measures by voice and/or video recording (as the case may require) of all meeting attendants throughout the meeting period, including computer traffic data from such voice or video record. Such controlled electronic system must follow the Notification of the Ministry of Information Technology and Communication on Security Standards for Teleconference through Electronic Devices B.E. 2557 dated 24 November 2014 and/or further amendments.</p> <p>An invitation to an electronic meeting and meeting documents for a meeting through electronic devices can be implemented under the method and timeline, specified by the applicable laws and regulations, or can be sent via e-mail, provided that such e-mail must be sent in accordance with the timeline and published in newspaper as required by the laws and regulations.</p>	<p><u>The directors, who attended the Board of Directors' meeting through electronic media with the same procedures and terms as mentioned above, shall be deemed to be the attendance of the Board of Directors' meeting which can be counted to constitute a quorum for Board of Directors' meeting and shall be deemed to be the legally meeting.</u></p> <p>An invitation to an electronic meeting and meeting documents for a meeting through electronic devices can be implemented under the method and timeline, specified by the applicable laws and regulations, or can be sent via e-mail.</p>
Existing Content of Clause 30	Proposed Revision of Clause 30
<p>Clause 30. The quorum of a shareholders meeting shall be either not less than twenty-five shareholders present and proxies (if any) or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of shares sold.</p> <p>When one hour has elapsed from the appropriated time fixed for any shareholders meeting and the number of shareholders presenting at the meeting does not constitute a quorum as specified in the first paragraph, if such meeting is a shareholders meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of</p>	<p>Clause 30. The quorum of a Shareholder's Meeting shall be either not less than twenty-five shareholders present and proxies (if any) or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of shares sold.</p> <p><u>Under each Shareholder's Meeting, Board of Directors may determine to have the Shareholders' Meeting through electronic media in accordance with the rules and procedures as prescribed by the related laws.</u></p> <p><u>The Shareholder's Meetings through electronic media and the sending of a summoning notice</u></p>

<p>a request from shareholders, it shall be reconvened by sending notice to shareholders not less than seven days prior to the meeting.</p>	<p><u>for the Shareholder's Meetings including its related documents shall be conducted under the procedure and period as provided by the laws and Articles of Association or sent by electronic mails but it will be sent in accordance with the period and advertisement in newspapers as prescribed by the laws and Articles of Association.</u></p> <p><u>The Shareholders, who attended the Shareholders' Meeting through electronic media with the same procedures and terms as mentioned above, shall be deemed to be the attendance of the Shareholders' Meeting which can be counted to constitute a quorum for Shareholders' Meeting and shall be deemed to be the legally meeting under the related laws.</u></p> <p>When 1 hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the meeting does not constitute a quorum as specified in the first paragraph, if such meeting is a Shareholders' Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be reconvened by sending notice to shareholders not less than 7 days prior to the meeting. At this later, a quorum as prescribed is not compulsory.</p>
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The approval is not less than three-fourth:

- Agree	1,016,473,105	votes, equal to	100.0000	percent
- Disagree	-	votes, equal to	-	percent
- Abstained	-	votes, equal to	-	percent
- Voided	-	votes, equal to	-	percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

10. To acknowledge the nomination of Mr.Surapol Srangsomwong as the director (independent director) to replace Mr.Charoon Chinalai under Section 86 of Public Limited Company Act B.E.2535. The Board already had the resolution appointing him today.

Please be informed accordingly.

Yours sincerely,
Loxley Public Company Limited

(Mr. Pichai Mooputtarak)
Company Secretary